

RECORDATION NO. 25588-D FILED

NOV 03 '06

2-14 PM

SURFACE TRANSPORTATION BOARD



VIA UPS 2nd DAY AIR

November 1, 2006

FIRST UNION RAIL

One O'Hare Centre
6250 River Road, Suite 500
Rosemont, IL 60018-4214

Mr. Vernon E. Williams
Surface Transportation Board
1925 K Street, N.W., Room 704
Washington, DC 20423-0001
Attn: Recordation of Railroad Equipment

Re: Memorandum of Lease Agreement

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are three (3) originals of a Memorandum of Lease Agreement, dated September 26, 2006, a secondary document as defined in the Board's Rules for the Recordation of Documents. The enclosed document relates to the Lease Agreement which was duly filed with the Commission under Recordation Number 25588.

The names and addresses of the parties to the enclosed document are:

Lessor: First Union Rail Corporation
One O'Hare Center
6250 River Road, Suite 5000
Rosemont, IL 60018

Lessee: Tealinc, LTD.
1606 Rosebud Creek Road
Forsyth, MT 59327

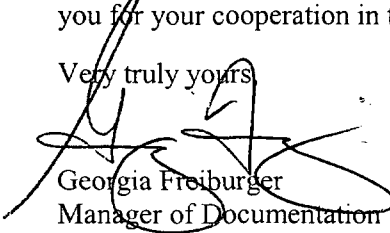
A description of the railroad equipment covered by the enclosed document is twenty (20) 2743 cu. ft. gondola railcars, with NDYX marks (see Exhibit A for car numbers).

A short summary of the document to appear in the index follows: Memorandum of Lease

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee. Kindly return one (1) stamped original of the enclosed document to the undersigned along with the additional copies.

If you have any questions regarding the above-referenced matter, please contact me at (847) 384-5387. Thank you for your cooperation in this matter.

Very truly yours,


Georgia Freiburger
Manager of Documentation

Enclosures
(TEAL008)

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ASSGN. NO.: TEAL008

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

26th THIS MEMORANDUM OF LEASE (the "Memorandum") is made and entered into as of this the day of September, 2006, by and between First Union Rail Corporation ("Lessor"), a North Carolina corporation, and TEALINC, LTD. ("Lessee"), a Montana corporation.

WITNESSETH:

The undersigned Lessor and Lessee have entered into that certain Lease Agreement (the "Lease"), dated as of July 28, 2004, whereby Lessor has agreed to lease to Lessee certain railcars pursuant to Rider No. 7 to the Lease (the "Rider"), as described in more particular on Exhibit A attached hereto, effective as of July 29, 2006, and subject to the terms, conditions and provisions of the above-mentioned Lease and Rider.

IN WITNESS WHEREOF, the parties hereto have each caused this Memorandum to be duly executed under seal by their respective officers duly authorized as of the date and year first above written.

LESSOR:

FIRST UNION RAIL CORPORATION

ATTEST:

By: Richard F. SeymourName: RICHARD F. SEYMOUR
Vice President Sales & MarketingBy: Susan Grokulska

Title: _____

Name: SUSAN GROKULSKYTitle: Mgr. of Documentation Executed on this 26th day of September, 2006.

[CORPORATE SEAL]

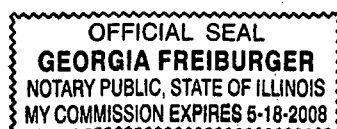
STATE OF ILLINOISCOUNTY OF COOK

I, GEORGIA FREIBURGER, a Notary Public of the County and State aforesaid, certify that RICHARD F. SEYMOUR personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 26th day of September, 2006.

Georgia Freiburger
Notary Public

My Commission Expires:

5-2008
(Notary Public)

LESSEE:

TEALINC, LTD.

ATTEST:

By: Tammy R. Luther

Name: Darrell J. Luther

Title: President

By: _____

Name: _____

Title: _____

Executed on this 6th day of Sept., 2006.

[CORPORATE SEAL]

STATE OF Montana

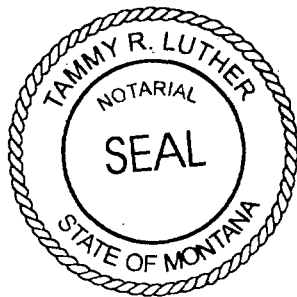
COUNTY OF Rosebud

I, Tammy R. Luther, a Notary Public of the County and State aforesaid, certify that Darrell J. Luther personally appeared before me this day and acknowledged his/her due execution of the foregoing Memorandum of Lease.

WITNESS my hand and official stamp or seal, this 6th day of September, 2006.

Commission Expires:

2-2-2010
(Notary Public)



Tammy R. Luther
Notary Public
Tammy R. Luther
Residing at Forsyth, MT

EXHIBIT A
to
MEMORANDUM OF LEASE

- I. NUMBER OF CARS: Twenty (20)
- II. DESCRIPTION OF CARS: 52' 6" mill gondola railcars with 5'6" sides, 2743 cu. ft. loading to
286,000 GWR
- III. CAR NUMBERS:
- | | |
|------|--------|
| NDYX | 320318 |
| NDYX | 320320 |
| NDYX | 320329 |
| NDYX | 320335 |
| NDYX | 320337 |
| NDYX | 320342 |
| NDYX | 320343 |
| NDYX | 320344 |
| NDYX | 320346 |
| NDYX | 320426 |
| NDYX | 320427 |
| NDYX | 320437 |
| NDYX | 320445 |
| NDYX | 320452 |
| NDYX | 320459 |
| NDYX | 320461 |
| NDYX | 320465 |
| NDYX | 320467 |
| NDYX | 320471 |
| NDYX | 320472 |